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Of Family & Dissident GM Bondholders*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re : Chapter 11  
: .  
GENERAL MOTORS CORP., *et al.* : Case No. 09-50026 (REG)  
: .  
Debtors. : Jointly Administered  
: .  
: .  
-----X

**NOTICE OF COUNTER-ORDER**

PLEASE TAKE NOTICE that a proposed Counter-Order, a copy of which is annexed hereto, will be presented for signature to the Honorable Robert E. Gerber, Bankruptcy Judge, in the United States Bankruptcy Court, One Bowling Green, New York, NY 10004 on June 30, 2009 at 12:00 P.M.

PLEASE TAKE NOTICE that objections or counter-orders must be served on the undersigned at the address below; filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York; and the Chambers of Bankruptcy Judge Robert E. Gerber so as to be filed and received not later than June 30, 2009 at 11:00 a.m.

Dated: June 29, 2009  
New York, NY

PATTON BOGGS LLP

/s/ Michael P. Richman

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**ORDER DENYING MOTION OF THE UNOFFICIAL COMMITTEE OF FAMILY &  
DISSIDENT GM BONDHOLDERS FOR AN ORDER DIRECTING THE UNITED  
STATES TRUSTEE TO APPOINT AN OFFICIAL COMMITTEE OF FAMILY &  
DISSIDENT BONDHOLDERS**

This matter coming before the Court on the Motion of the Unofficial Committee of Family & Dissident GM Bondholders for an Order Directing the United States Trustee to Appoint an Official Committee of Family & Dissident GM Bondholders (the “Motion”); the Court having reviewed the motion and having heard argument on the Motion, and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (c) notice of the Motion and the hearing on the Motion was sufficient under the circumstances;

IT IS HEREBY ORDERED THAT, for the reasons stated on the record at the hearing held on June 23, 2009:

The Motion is DENIED.

Dated: New York, New York  
June \_\_\_, 2009

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HONORABLE ROBERT E. GERBER  
UNITED STATES BANKRUPTCY  
JUDGE